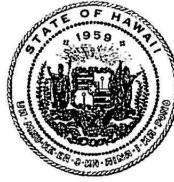


NEIL ABERCROMBIE  
GOVERNOR



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**STATE OF HAWAII**  
**DEPARTMENT OF THE ATTORNEY GENERAL**  
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July 28, 2011

Ms. Sharon Gillett, Chief  
Wireline Competition Bureau  
Mr. Rick Kaplan, Chief  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Dear Ms. Gillett and Mr. Kaplan:

Re: Proposed Transfer of Control of T-Mobile USA, Inc. and its Subsidiaries  
from Deutsche Telekom AG to AT&T, Inc., WT Docket No. 11-65 –  
Assurance of Confidentiality

The Attorney General of Hawaii (“Attorney General”) is reviewing the proposed acquisition of T-Mobile USA, Inc. by AT&T, Inc.

The Attorney General has requested the parties to the proposed acquisition and others to produce documentary evidence furnished or to be furnished to the Federal Communications Commission (“Commission”). We understand that the documentary evidence submitted to the Commission includes confidential information subject to a protective order and other protections.

At the outset, we provide assurance to the Commission that all documentary evidence sought by the Attorney General will be used for legitimate law enforcement purposes associated with the review of the proposed acquisition.

While the documentary evidence is in the possession of the Department of the Attorney General (“Department”), the evidence will not be available for examination by third parties without the consent of the person who produced the evidence, nor even examined by a representative of the Department who is not duly authorized to do so.

Ms. Sharon Gillett, Chief  
Mr. Rick Kaplan, Chief  
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Additionally, in the event a person seeks access to the documentary evidence pursuant to the open records law (Uniform Information Practices Act (Modified), Haw. Rev. Stat. chapter 92F), we would treat the evidence as exempt from public disclosure to avoid the frustration of a legitimate government function given our understanding that the evidence would not otherwise be available to the Department without the confidentiality assurance.

We also note that the open records law also protects documentary evidence from disclosure where the evidence is protected from disclosure by federal law.

In the event of an open records request, the Department will notify the producing party of such a request, and assert all privileges, exemptions, and objections to disclosure that in good faith may be asserted.

Upon the completion of the investigation and any case or proceeding arising from the investigation, the Department will return the documentary evidence to the producing party which has not passed into the control of any court or grand jury as a part of the record of the case or proceeding.

Should you have any questions, please contact the undersigned immediately.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Kimura', with a long horizontal flourish extending to the right.

Rodney I. Kimura  
Deputy Attorney General